

LAW OFFICES OF RICHARD A. FOGEL, PLLC
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September 12, 2000

RECORDATION NO. 18075-NN FILED

SEP 13 '00 2:11 PM

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20036
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 10, Tenth Supplement)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of September 5, 2000, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated September 5, 2000, between the Company ("Assignor") and the Bank, as Trustee ("Assignee"); and
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 5, 2000, between the Company ("Seller") and the Bank, as Trustee ("Buyer").
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 5, 2000, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Tenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075 on December 31, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 18075-A and 18075-B, respectively.

18075-NN

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, 21st Floor, New York, New York 10286.

The railroad equipment covered by the Tenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Tenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Tenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of September 5, 2000, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering various railroad cars, and (ii) Assignment, a primary document, dated September 5, 2000, between the Company (as Assignor), and the Bank, as Trustee, and covering various railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 5, 2000, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Tenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 5, 2000, between The Bank, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement referred to in paragraph A, above.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Fogel", with a long horizontal flourish extending to the right.

Richard A. Fogel

Enclosures

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
46	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9654-9699

2. Railroad Car Lease Agreement, dated July 8, 1999 between Trinity Industries Leasing Company and Farmers Grain Dealers, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
169	5,161 cu. ft. Lo Covered Hopper Cars	TILX 515028-515080 TILX 515081-515164 TILX 515166-515176 TILX 515178-515198

RECORDATION NO. 18075-NN FILED

SEP 15 2000 2:11 PM

SURFACE TRANSPORTATION BOARD

**TENTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 10)

Dated as of September 5, 2000

Between

THE BANK OF NEW YORK, AS SUCCESSOR TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

TENTH SUPPLEMENT dated as of September 5, 2000 (herein called this "Tenth Supplement"), to the Equipment Trust Agreement dated as of December 30, 1992 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York banking association, as Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on December 31, 1992 under Recordation No. 18075.

B. The First Supplement to the Trust Agreement dated March 26, 1993, between the Company and the Trustee was filed with the STB on March 29, 1993, under Recordation No. 18075-C. The Second Supplement to the Trust Agreement dated September 24, 1993, between the Company and the Trustee was filed with the STB on September 27, 1993, under Recordation No. 18075-F. The Third Supplement to the Trust Agreement dated March 25, 1994, between the Company and the Trustee was filed with the STB on March 28, 1994, under Recordation No. 18075-J. The Fourth Supplement to the Trust Agreement dated September 25, 1995, between the Company and the Trustee was filed with the STB on September 25, 1995, under Recordation No. 18075-N. The Fifth Supplement to the Trust Agreement dated August 27, 1996, between the Company and the Trustee was filed with the STB on September 3, 1996, under Recordation No. 18075-U. The Sixth Supplement to the Trust Agreement dated December 19, 1997, between the Company and the Trustee was filed with the STB on December 31, 1997, under Recordation No. 18075-X. The Seventh Supplement to the Trust Agreement dated May 22, 1998, between the Company and the Trustee was filed with the STB on May 28, 1998, under Recordation No. 18075-BB. The Eighth Supplement to the Trust Agreement dated January 13, 1999, between the Company and the Trustee was filed with the STB on January 19, 1999, under Recordation No. 18075-FF. The Ninth Supplement to the Trust Agreement dated December 21, 1999, between the Company and the Trustee was filed with the STB on December 29, 1999, under Recordation No. 18075-JJ.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company its railcars covered by the Existing Leases described in Exhibit C hereto (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibits A & B to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement through this Supplement.


5. This Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Tenth Supplement. It shall not be necessary in making proof of this Supplement to produce or account for more than one such counterpart.

6. This Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.


IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

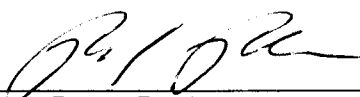
Attest:


Secretary

By:


Neil O. Shoop
Treasurer

THE BANK OF NEW YORK, Trustee

By: 
Name: Remo Reale
Title: Vice President

Attest:



STATE OF TEXAS

§

§ ss.

COUNTY OF DALLAS

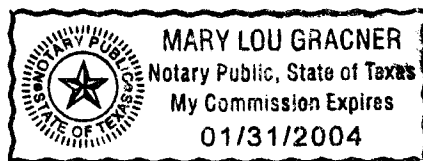
§

On this 6th day of September, 2000, before me personally appeared Neil O. Shoop, to me personally known, who being by me duly sworn, says that he is the Treasurer of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public Mary Lou Gracner

My Commission Expires: 1/31/2004

[SEAL]



STATE OF NEW YORK §
 § ss.
COUNTY OF NEW YORK §

On this 11 day of September, 2000, before me personally appeared Remo Reale, to me personally known, who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public Robert Schneck

My Commission Expires: 5-31-01

ROBERT SCHNECK
Notary Public, State of New York
No. 4746935
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires May 31, 2001

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<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
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169	5,161 cu. ft. Lo Covered Hopper Cars	TILX 515028-515080 TILX 515081-515164 TILX 515166-515176 TILX 515178-515198

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1. 46 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9654-9699	12/94
2. 169 Hopper Cars	Lo	5,160 cu. ft.	TILX 515028-515080 TILX 515081-515164 TILX 515166-515176 TILX 515178-515198	10/96

EXHIBIT C
DESCRIPTION OF TRUST EQUIPMENT

	<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1.	28 Tank Cars	111A100W1	25,498 Gal.	TILX 250137-250159 TILX 250161, 250162 TILX 250164-250166	07/92
2.	25 Hopper Cars	Lo	5,851 cu. ft.	ECUX 867025, 867028 ECUX 867032, 867033 ECUX 867034, 867035 ECUX 867039, 867041 ECUX 867043, 867046 ECUX 867048, 867049 ECUX 867052, 867053 ECUX 867056, 867058 ECUX 867062, 867065 ECUX 867067, 867069 ECUX 867070, 867071 ECUX 867073, 867075 ECUX 867077	03/94
3.	16 Tank Cars	111A100W1	29,947 Gal.	MWSX 29637-29642 MWSX 29644-29653	11/84
4.	168 Hopper Cars	Lo	4,000 cu. ft.	DGHX 009100-009183 DGHX 009200-009283	09/92